

OREGON STATE BAR BUSINESS LAW SECTION  
EXECUTIVE COMMITTEE

MINUTES OF MEETING  
JULY 16, 2010  
4:00 PM

A regular meeting of the Executive Committee of the Oregon State Bar Business Law Section (the "Section") was held at 4:00 pm on Friday, July 16, 2010 at Davis Wright Tremaine, 1300 SW Fifth Ave., Suite 2300, Portland, Oregon 97201 pursuant to notice duly given. A quorum was present. The following members of the Executive Committee attended the meeting either in person or by telephone:

Tavo Cruz, Sara Gray, Abe Cable, Michelle Druce, Sally Anderson-Hansell, David Wang, Kyle Wuepper, Dean Alterman, Kevin Thomas, Andrew Ognall, Candice Carr, Chris Hall.

Other attendees: Carole Barkley, Paul Neese (OSB), Peter Threlkel (Corp. Division), Judge Karsten Rasmussen

Tavo Cruz called the meeting to order and served as chair. Michelle Druce kept the minutes.

1. Commercial Court: Judge Karsten Rasmussen reported. The commercial court started informally in Lane County. Information is on the Lane County Court website. The court has been operating for a few years. The pilot project plan is to take the commercial court state-wide. Litigants like the program. The idea is that smaller courts may not be able to handle lengthy trials and it makes sense to move cases where there are resources. The draft rules are underway and there is a workgroup. The court will be managed by three presiding judges--Lane, Multnomah and one other county are likely to participate. There has been concern regarding how the commercial court will impact how Multnomah County runs its docket. There are fast-track litigation rules being promulgated. The court will not be limited to handling commercial cases. It is geared toward complex litigation. The goal is to get the rules/information to the Chief Justice in September. Updates from Judge Rasmussen will be sent to Chris Hall, Kevin Thomas and Tavo Cruz.

2. Approval of May Minutes: Dean Alterman motioned to approve the May 21, 2010 minutes of the Executive Committee. Sara Gray seconded the motion and the meeting minutes were approved.

3. Bar Liaison Report: Paul Neese reported. There will be no dues increase for the on-line bar books project. More information about the on-line bar books will be available on the OSB website. The Section needs to have the Annual Meeting by October 15<sup>th</sup> if there will be a dues increase or by November 15<sup>th</sup> if there is no dues increase.

4. Corporation Division: Peter Threlkel reported. There are 383,000 businesses registered and this number is about the same as the number of businesses registered last year. Measure 67 brought in \$3 million in revenue last month. The redaction project had some delay and is now on track to be completed in September. The Division is working on increasing on-line filing.

5. Treasurer Report/Budget: No report.

6. Legislative Committee: Chris Hall reported. A proposal for indemnification rights was sent to legislative counsel and revised. Chris Hall sent comments back. Agencies in the state are looking at what defines an independent contractor. Agencies are handling independent contractors differently. Susan Grabe from the OSB asked if someone from the Section wants to participate in this group. The RULLCA working group is looking at whether the LLC Act can be improved, fiduciary duties and authority.

7. The Oregon Business Lawyer/Lewis & Clark Update: Candice Carr reported. A few changes are being made and a new version of *The Oregon Business Lawyer* should be sent out shortly. The students enjoyed working on it and more students are likely to be interested in participating.

8. Castles Award: The Section will need to decide if there will be an award this year. Andrew Ognall recommends going forward with the request for nominations and he will handle this process.

9. New Business: Tavo Cruz reported. The Section will need a nominating committee at least 60 days prior to the Annual Meeting. Tavo suggested that Andrew Ognall and Jason Brauser be considered as members of the Nominating Committee. Dean Alterman motioned to approve the Nominating Committee members. Chris Hall seconded the motion and the members were approved.

Tavo Cruz discussed having an event for the Annual Meeting and a speaker such as Professor Elson. Bob Nunn at Sussman Shank worked on revisions to the Model Non-Profit Act in the past and has asked whether anyone in the Section is looking at these changes and if anyone is interested in getting involved. Sara Gray will check at her firm to see if there is anyone who wants to get involved in this project.

Tavo Cruz discussed other ideas for a CLE or an event such as a presentation by a business consultant. The Executive Committee discussed possible timelines for events and will consider the Annual Meeting in October 2010, the Castles Award in January 2011 and another event with a speaker in April 2011.

10. Adjourn: There being no further business, the meeting adjourned at 5:00 pm.

Respectfully submitted,  
Michelle Druce, Secretary